



Sky440, Inc.
300 Spectrum Center Drive, Suite 400
Irvine, California 92618

QUARTERLY REPORT
FOR THE QUARTER ENDED
MARCH 31, 2016

Filed May 23, 2016



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Irvine, California 92618
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Quarterly Report
As of March 31, 2016

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1) Name of the Issuer and its Predecessors during the Past Five Years

Sky440, Inc. ("Sky440," the "Company" or the "Issuer"). There are no predecessors during the past five years.

2) Address of the Issuer's Principal Executive Offices

Company Headquarters

Address 1 300 Spectrum Center Drive
Address 2 Suite 400
Address 3 Irvine, CA 92618
Phone 855-759-7593
Email bob@sky440.com
Website(s) www.sky440.com

IR Contact

Address 1 300 Spectrum Center Drive
Address 2 Suite 400
Address 3 Irvine, CA 92618
Phone 855-759-7593
Email info@sky440.com
Website(s) www.sky440.com

3) Security Information

Trading Symbol	<u>SKYF</u>
Exact Title and Class of Securities Outstanding	<u>Common Stock</u>
CUSIP	<u>83082Y102</u>
CIK	<u>0001661264</u>
Par or Stated Value	<u>\$.0001</u>

Total Common Shares Authorized	<u>6,950,000,000</u>	as of <u>3/31/16</u>
Total Common Shares Outstanding	<u>3,667,922,087</u>	as of <u>3/31/16</u>
Total Common Shares Restricted	<u>944,782,037</u>	as of <u>3/31/16</u>
Total Common Shares Non-Restricted	<u>2,723,140,050</u>	as of <u>3/31/16</u>
Total Common Shares in Float (CEDE)	<u>1,050,148,955</u>	as of <u>3/31/16</u>

Additional Class of Securities (if necessary):

Trading Symbol	<u>Not Traded</u>
Exact Title and Class of Securities Outstanding:	<u>Preferred Stock Class A</u>
CUSIP:	<u>N/A</u>

Par or Stated Value	<u>\$.001</u>	
Total Shares Authorized	<u>10,000,000</u>	as of <u>3/31/16</u>
Total Shares Outstanding	<u>6,800,000</u>	as of <u>3/31/16</u>

Additional Class of Securities (if necessary):

Trading Symbol	<u>Not Traded</u>	
Exact Title and Class of Securities Outstanding	<u>Preferred Stock Class B</u>	
CUSIP	<u>N/A</u>	
Par or Stated Value	<u>\$.001</u>	
Total Shares Authorized	<u>10,000,000</u>	as of <u>3/31/16</u>
Total Shares Outstanding	<u>5,100,000</u>	as of <u>3/31/16</u>

Total Preferred Authorized: 50,000,000

Transfer Agent

First American Transfer Company
4747 N. 7th Street, Suite 170
Phoenix, AZ 85014
Telephone: 602-485-1346
Fax: 602-759-5518
Web: www.firstamericanstock.com

Is the Transfer Agent registered under the Exchange Act? Yes: X No: ☐

List any Restrictions on the Transfer of Security:

None, except as required by the Federal Securities Laws.

Describe any Trading Suspension Orders Issued by the SEC in the Past 12 Months:

None

List any Stock Split, Stock Dividend, Recapitalization, Merger, Acquisition, Spin-Off, or Reorganization Either Currently Anticipated or that Occurred Within the Past 12 Months:

None

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

The Company did not issue any shares during fiscal year 2015.

Name	Issuance Date*	Issuance Type	Shares Offered	Shares Sold	Offered (in \$)	Paid (in \$)	(a)	(b)	(c)	(d)	(e)	(f)**
Lost Art Pictures, Inc.	10/2/14	Common	300,000,000	300,000,000	.00005	.00005	4(a)(2)	Restricted	Restricted Available for Resale	144	Cash	4/14/14
Sammy Khalil	11/5/14	Common	250,000,000	250,000,000	.0001	.0001	4(a)(2)	Restricted	Available for Resale	144	Cash	11/3/14
SFH Capital, LLC	11/26/14	Common	100,000,000	100,000,000	.00005	.00005	4(a)(2)	Restricted	Restricted Available for Resale	144	Cash	11/26/14
SFH Capital, LLC	12/8/14	Common	150,000,000	150,000,000	.00005	.00005	4(a)(2)	Restricted	Restricted Available for Resale	144	Cash	5/20/14
John Evangelides	12/19/14	Common	200,000,000	200,000,000	.00005	.00005	4(a)(2)	Restricted	Restricted Available for Resale	144	Cash	12/19/14
Nicolas Jacobs	12/24/14	Common	150,000,000	150,000,000	.00005	.00005	4(a)(2)	Restricted	Restricted Available for Resale	144	Cash	12/18/14
Bennie Blankenship	12/24/14	Common	150,000,000	150,000,000	.00005	.00005	4(a)(2)	Restricted	Restricted Available for Resale	144	Cash	12/19/14
The Atwell Group	2/26/16	Common	300,000,000	300,000,000	.0001	.0001	4(a)(2)	Restricted	Restricted Control Affiliated	144	Debt	12/31/14
SFH Capital, LLC	3/2/16	Common	100,000,000	100,000,000	.0001	.0001	4(a)(2)	Restricted	Restricted Available for Resale	144	Cash	2/28/14

Legend:

- a) Issuance Exemption
- b) Trading Status upon Issuance
- c) Current Issuance Legend Status
- d) Holder Exemption
- e) Consideration
- f) Consideration Date

Notes:

*Actual physical certificate issuance date by transfer agent

** Date consideration for shares was paid in full

A. The Nature of Each Offering (e.g., Securities Act Rule 504, Intrastate, etc.);

Section 4(a)(2) of the Securities Act of 1933, as Amended.

B. Any Jurisdictions Where the Offering was Registered or Qualified;

N/A

C. The Number of Shares Offered;

See Table Above

D. The Number of Shares Sold:

See Table Above

E. The Price at Which the Shares Were Offered, and the Amount Actually Paid to the Issuer;

See Table Above

F. The Trading Status of the Shares; and

See Table Above

G. Whether the Certificates or Other Documents that Evidence the Shares Contain a Legend (1) Stating that the Shares Have Not Been Registered under the Securities Act and (2) Setting Forth or Referring to the Restrictions on Transferability and Sale of the Shares under the Securities Act.

See Table and Notes Above

5) Financial Statements

Financial Statements incorporated by reference and filed with OTCIQ.com as of March 31, 2016 for the quarter ended March 31, 2016. (See “Financial Statements – Notes to Financial Statements” as filed with OTCIQ.com on May 23, 2016)

6) Describe the Issuer’s Business, Products and Services

Describe the issuer’s business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. Description of the Issuer’s Business Operations

Sky440, Inc. is a development stage company with two divisions: (i) the Products Development Division (the “PD Division”) and (ii) the Medical Marijuana Development Division (the “MD Division”).

On February 29, 2016, the Company became current in its reporting requirements with OTC Markets. This filing was the culmination of a process that began in November 2014 when the Company decided to focus its efforts on two distinctive divisions, the PD Division and the MD Division, while incorporating its ongoing operations into the PD Division. The long timeframe endured by the Company and its stockholders in getting current was the result of legal and regulatory hurdles that Sky440 needed to work its way through, especially those it faced in the rapidly changing MD Division, and the accumulation of financial and operational records required as part of the process.

On March 30, 2016, the Company announced that it had entered into a joint venture agreement with Houston, Texas based Advantage Underwriters Services, Inc. and its Grow-Tech LLP division to manufacture and distribute state of the art customized grow containers. Highly engineered modules that allow for a wide range of horticulture and agriculture products, these specially designed and constructed insulated shipping containers provide a state-of-the-art modular and mobile vertical production environment that have been re-engineered to provide the optimum controlled environment for growing horticultural and agricultural products in any environment. Designed for growing crops all year without regard to weather, pollution and free from pests and diseases while being completely off the grid, these 40 foot and the new 53 foot containers use proprietary systems that incorporate the latest technology available.

Since entering into the joint venture, the Company and its new partners have been working on bringing the containers to market both domestically and internationally. In addition to making agreements with vendors and technology providers, the joint venture has been taking steps to secure its intellectual property rights, securing logos and trademarks, build out of the commercial website and establishment of revenue generating license agreements in separate regions throughout the domestic and international marketplace.

Further, as part of establishing revenue generating license agreements in separate regions throughout the domestic and international marketplace, the Company has been in negotiations for the first of these license agreements, which if completed will provide a long term revenue stream for both the licensee and the joint venture while validating the current business model of having regional based licensee's oversee the revenue share structure, provide customer service and expand the implementation of the container product line in the their respective territories.

Additional announcements will be made by the Company and the joint venture at the appropriate time as everything progresses.

In 2009, management decided that it needed to refocus the direction of the Company and develop a business model that would encompass the wide variety of endeavors that Sky440 had been involved in while simplifying its structure and direction. This decision would eventually lead the Company to its current two-division structure, which establishes a clear and focused direction for Sky440, encompassing its past while adjusting to the rapidly changing technological environment of today's business world.

The PD Division is planning to acquire and develop consumer-ready products and services with a focus on marketing and distribution through what is commonly known as direct marketing or direct response. The Company's initial plan is to source and develop high-quality consumer products in the beauty, skincare, fashion, entertainment, wellness and technology categories. Product development will be pursued via data analysis, market research, creative services, digital branding, customer engagement and marketing optimization. In addition, the PD Division will incorporate the Company's entertainment activities, including product development and publishing, with an emphasis on assisting the Company in the marketing and distribution of its overall product line.

Since inception, the Company has been involved in the entertainment business, first with early forays into the music business, including the acquisition and subsequent distribution of various types of music from a wide variety of artists – most of which at the time were new artists mixed with older artists who were not in the mainstream music scene at the time – and eventually moving into the business of developing projects for film, television and digital media, working primarily behind the scenes.

These endeavors also saw the Company pursue additional opportunities in publishing and the marketing and distribution of commercial products through vehicles such as infomercials and other entertainment related outlets. While continuing to develop entertainment projects, the Company – as a result of marketing and distribution activities connected with commercial products – began to directly develop and distribute electronic components and other technology related products. These and the other activities of the Company generated over \$2,000,000 in sales during the past decade.

To that extent, the Company intends that the PD Division will assist the MD Division in the branding, marketing and distribution of MD Division products.

In our MD Division, our focus has been in four areas: (i) ancillary products and consulting services, (ii) information portals and other Internet-based services, (iii) real property, and (iv) international.

We are exploring potential acquisitions in the ancillary product side of the marijuana industry, including acquisition of companies that provide products or services geared towards patients and cannabis users. Furthermore, we are looking at the information technology and service side of the marijuana business. The Company is pursuing land acquisitions in the states of Washington, California, Oregon, Colorado, Arizona and Nevada. A key consideration will be discipline on price paid for such real estate assets, as recent speculation has caused significant price increases.

As companies emerge, grow and consolidate in the burgeoning yet nascent marijuana business and as weaker market participants fail, we believe that there will be tremendous and continued potential to roll-up entities generating substantial revenues.

A challenge to our acquisition strategy will be the rapid change in expectations of value (both upward and downward) driven by changes in legal environment and other factors affecting market perception. We have and will continue to abandon opportunities where management believes seller expectations to be unreasonable.

Principal Products or Services and their Markets

The PD Division

Our vision is to develop, through acquisitions and in-house development, a consumer products business with a focus on direct marketing, with both domestic and international distribution. The Company's initial plan is to source and develop high-quality consumer products in the beauty, skincare, fashion, entertainment, wellness and technology categories. Product development will be pursued via data analysis, market research, creative services, digital branding, customer engagement and marketing optimization.

The MD Division

Ancillary Products and Services

The Company intends to build a brand in the medical marijuana industry.

Products

According to Marijuana Business Daily, one of the fastest growing areas for investment is the ancillary business segment, which consists of firms that do not handle marijuana products, but provide services for those who do. In this sector, the Company plans to focus on acquiring intellectual property, "disruptive technologies," assets and scalable companies in the cannabis industry. There continues to be significant development of intellectual properties for specific use in the marijuana industry, especially in data collection, demographics and direct to consumer product placement.

The Company is looking to acquire and exploit these types of intellectual properties, especially those that will enable the Company to build a strong foundation from which it can achieve sustained growth. Sky440 is also looking at acquiring "disruptive technologies", which are comprised of new and forward looking technologies that could have a significant impact on the industry, especially in the area of new product development, data collection and sell through technologies.

Further, the Company is searching for existing assets that can be acquired in order to enhance the revenue potential for Sky440, including assets such as existing small companies that have ability to generate solid revenues over time, with an emphasis on companies that are scalable in the industry and that can be adaptable to the ever changing legal and regulatory environment.

Some examples include retail merchandisers, product packaging and label entities, business software suppliers, office suppliers, security companies, consultants, insurance providers, accountants, real estate professionals, vaporizer companies, cleaning product companies, and cooling systems and glassblower manufactures.

Services

The Company's MD Division plans to provide financing and general advisory services to approved and licensed cannabis operators for business development, facilities design and construction, cultivation and retail operations, marketing and the improvement and expansion of existing operations.

The services will include financing options for licensed or existing operators within the marijuana industry that require start-up, operating or expansion capital. The Company will also consider providing capital to potential tenants (see Real Property below) to refinance current debt, as long as they meet our underwriting criteria. Additionally, the Company's MD Division plans to offer sale-and-leaseback financing arrangements with tenant purchase options. These types of financing solutions provide flexibility for tenants long-term, while capitalizing their operations.

The Company's MD Division plans to establish a network of real estate experts, including legal, licensing, construction and growing in order to provide consulting services to potential tenants in the marijuana industry trying to navigate the real estate/zoning process and/or regulatory environment.

Information Portals and Other Internet-Based Services

The Company's MD Division plans to provide web listing services for medical marijuana dispensaries, doctors' offices and delivery services throughout the United States and internationally where legally permissible. Along with its planned business and social services, the web site will provide access for user reviews, while also planning to participate in and host events connecting medical marijuana patients with one another and promoting activism and safe access. The Company plans to have the listing service combine local dispensary reviews and social networking functionality to create various online communities. The website plans to also include a forum, private messaging function, a job board, and Q&A from fellow patients, including allowing patients to leave reviews about their experience at dispensaries and allowing suppliers and vendors to rate and reviews their experiences in the industry.

The Company plans to provide a proximity map interface, which will allow for advertisements for dispensaries based on a user's geographical location, pinpointing the dispensaries that are closest to a user. In addition, the Company plans to have mobile applications that will allow users to access the site and the data through their mobile device.

In addition, the Company plans to provide the next generation of back-end enterprise software for medical marijuana dispensaries. We intend to develop software to handle everything from patient management to inventory control to checkout at point of sale.

Real Property

The Company's MD Division real estate plan is to purchase, develop, manage, lease and sell real property. The Company plans to serve the marijuana industry as a landlord and equipment supplier providing value-added state-of-art facilities and services. The Company's planned real estate business is expected to include the acquisition and leasing of cultivation space and related facilities to licensed marijuana growers and retailers for their operations. Facilities will only be leased to tenants that comply and continue to comply with applicable licenses and other relevant laws and regulations. The Company is working on a credit facility to finance the acquisition of real estate.

The Company has been exploring properties that could be purchased and leased to licensed cannabis cultivators and retailers initially in Washington, California, Oregon, Colorado, Arizona and Nevada. These projects include the potential purchase and leaseback of existing, currently operating facilities, as well as proposed new construction projects. These properties can be purchased and/or developed for amounts ranging from \$250,000 to \$10 million for each project. There can be no assurance that the Company will be able to complete any of these transactions.

B. Date and State (or Jurisdiction) of Incorporation

August 22, 1997 in Florida; August 21, 2001 in Nevada (the result of a merger transaction).

C. The Issuer's Primary and Secondary SIC Codes

Primary: 8742. Secondary: 6531.

D. The Issuer's Fiscal Year End Date

12/31

E. Principal Products or Services, and their Markets

See 6.A. Above

7) Describe the Issuer's Facilities

The Issuer shares approximately two hundred square feet of modern office space in Irvine, California on an as needed basis. The Issuer's physical space requirements are limited due to operational parameters, which necessitate minimal desk, computer and storage space. The issuer has no on-site inventory or retail operational requirements.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons.

Robert P. Atwell, Chairman, Sole Officer and Sole Director. Mr. Atwell has accrued all his compensation during the prior two fiscal years. (See "Financial Statements – Notes to Financial Statements" as filed with OTCIQ.com on March 31, 2016)

B. Legal/Disciplinary History.

Please Identify Whether Any of the Foregoing Persons Have, in the Last Five Years, Been the Subject of:

1. A Conviction in a Criminal Proceeding or Named as a Defendant in a Pending Criminal Proceeding (excluding Traffic Violations and Other Minor Offenses);

None

2. The Entry of an Order, Judgment, or Decree, not Subsequently Reversed, Suspended or Vacated, by a Court of Competent Jurisdiction that Permanently or Temporarily Enjoined, Barred, Suspended or Otherwise Limited such Person's Involvement in Any Type of Business, Securities, Commodities, or Banking Activities;

None

3. A Finding or Judgment by a Court of Competent Jurisdiction (in a Civil Action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a State Securities Regulator of a Violation of Federal or State Securities or Commodities Law, which Finding or Judgment has not been Reversed, Suspended, or Vacated; or

None

4. The Entry of an Order by a Self-Regulatory Organization that Permanently or Temporarily Barred Suspended or Otherwise Limited such Person's Involvement in Any Type of Business or Securities Activities.

None

C. Beneficial Shareholders. Provide a List of the Name, Address and Shareholdings or the Percentage of Shares Owned by all Persons Beneficially Owning More than Ten Percent (10%) of Any Class of the Issuer's Equity Securities. If Any of the Beneficial Shareholders are Corporate Shareholders, Provide the Name and Address of the Person(s) Owning or Controlling Such Corporate Shareholders and the Resident Agents of the Corporate Shareholders.

Robert P. Atwell and Affiliates
300 Spectrum Center Drive
Suite 400
Irvine, CA 92618

300,000,000 Common Shares	8% Control Affiliate Restricted
6,800,000 Preferred A Shares	96% Control Affiliate Restricted
5,100,000 Preferred B Shares	98% Control Affiliate Restricted

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name Christopher P. Flannery
Firm Law Offices of Christopher P. Flannery
Address 1 4 Hillman Drive, Suite 104
Address 2 Chadds Ford, PA 19317
Phone 1-610-361-8016
Email cpflannerylaw@gmail.com

Accountant

Name N/A
Firm N/A
Address 1 N/A
Address 2 N/A
Phone N/A
Email N/A

Investor Relations Consultant

Name N/A
Firm N/A
Address 1 N/A
Address 2 N/A
Phone N/A
Email N/A

Other Advisor: Any Other Advisor(s) that Assisted, Advised, Prepared or Provided Information with Respect to this Disclosure Statement.

Name N/A
Firm N/A
Address 1 N/A
Address 2 N/A
Phone: N/A
Email: N/A

The Company has not entered into any agreement to promote its stock nor has it authorized any third party to conduct any type of promotion on its behalf.

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Robert P. Atwell, certify that:

1. I have reviewed this annual disclosure statement of Sky440, Inc.; and
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated as of May 23, 2016 for the Quarterly Report for the period ended March 31, 2016.

/s/ Robert P. Atwell [CEO's Signature]

/s/ Robert P. Atwell [CFO's Signature]